

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

SKYLINE SOFTWARE SYSTEMS, INC.,

Plaintiff,

v.

KEYHOLE, INC., and
GOOGLE INC.

Defendants.

CIVIL ACTION NO. 04-11129 DPW

**DEFENDANT KEYHOLE, INC. AND GOOGLE INC.'S
ASSENTED TO MOTION TO FILE UNDER SEAL**

Nelson G. Apjohn (BBO No. 020373)
NUTTER McCLENNEN & FISH LLP
World Trade Center West
155 Seaport Boulevard
Boston, MA 02210
(617) 439-2000
Fax: (617) 310-9000

Attorneys for Defendants and
Counterclaimants
KEYHOLE, INC. and GOOGLE INC.

Of Counsel

Darryl M. Woo, admitted *pro hac vice*
Michael J. Sacksteder, admitted *pro hac vice*
Heather N. Mewes, admitted *pro hac vice*
Carolyn Chang, admitted *pro hac vice*
Saundra L. M. Riley, admitted *pro hac vice*
FENWICK & WEST LLP
Embarcadero Center West
275 Battery Street
San Francisco, CA 94111
Tel. (415) 875-2300
Fax (415) 281-1350

Pursuant to Local Rule 7.2, Defendants Keyhole, Inc. and Google Inc. respectfully submit this Motion to Seal their certain exhibits to the Declaration of Saundra L. M. Riley in Opposition to Skyline's Motion to Compel Defendants to Produce Witness for Rule 30(b)(6) Deposition.

As grounds for this Motion, Defendants state that, in accordance with the Stipulated Protective Order entered by the Court on May 22, 2006, these documents contain deposition excerpts and technical information that have been designated confidential or highly confidential by Defendants and Google Inc. and/or by Skyline.

WHEREFORE, Defendants request that the Court grant this Motion to Seal.

Dated: October 6, 2006

Respectfully submitted,

By: /s/ SAUNDRA L. M. RILEY

Saundra L. M. Riley
FENWICK & WEST LLP
Embarcadero Center West
275 Battery Street
San Francisco, CA 94111
Tel. (415) 875-2300
Fax (415) 281-1350
email: sriley@fenwick.com

Attorneys for Defendants and
Counterclaimants
KEYHOLE, INC. and GOOGLE INC.

CERTIFICATE PURSUANT TO LOCAL RULE 7.1(A)(2)

Pursuant to Local Rule 7.1(A)(2), counsel for Defendants' contacted counsel for Plaintiff regarding the filing of this Motion, and Plaintiff has assented to this Motion.

Dated: October 6, 2006

Respectfully submitted,

By: /s/ SAUNDRA L. M. RILEY

Saundra L. M. Riley
FENWICK & WEST LLP
Embarcadero Center West
275 Battery Street
San Francisco, CA 94111
Tel. (415) 875-2300
Fax (415) 281-1350
email: sriley@fenwick.com

Attorneys for Defendants and
Counterclaimants
KEYHOLE, INC. and GOOGLE INC.

Certificate of Service

I hereby certify that, on October 6, 2006, I caused a true and accurate copy of the foregoing document to be served upon all counsel of record for each party by complying with this Court's Administrative Procedures for Electronic Case Filing.

By: /s/ SAUNDRA L. M. RILEY

Saundra L. M. Riley